

F96000003427

CORPORATION SYSTEM

906 Olive Street
St. Louis, MO 63101
Tel. 314 231 8300
Fax 314 231 6454

May 29, 1996

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

000001949730
-06/04/96--01079--001
*****70.00 *****70.00

RE: JFM, INCORPORATED (MS DOM)
Order #449197

We enclosed for filing qualification documents on behalf of the above entity,
together with funds in payment of the required fees.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected
promptly, please notify the undersigned of the details by call our toll-free
number 1-800-325-2671.

Very truly yours,

Willmetta Zaricor
Customer Specialist

Enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

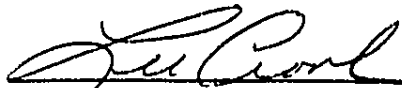
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RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Lee Crook, do hereby certify that this Resolution of the Board of Directors of JFM, Incorporated, a corporation duly organized and existing under the laws of the State of Mississippi, was duly adopted on December 12, 1995.

Resolved, that JFM, Incorporated, organized and existing in the State of Mississippi, hereby adopts the name JFMA, Incorporated for use in Florida.

Dated: June 21, 1996



Lee Crook, Executive Vice President

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TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. JFM, INCORPORATED

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Mississippi

(State or country under the law of which it is incorporated)

3. 640871265

(FEI number, if applicable)

4. December 19, 1995

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. P.O. Box 4343, Jackson, Mississippi 39216

(Current mailing address)

8. Franchising

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System

(Registered agent's signature) (Officer)

J. L. MILES ASST. SECY.

(Type Name and Title of Officer)

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TALLAHASSEE, FLORIDA

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: W. H. McCarty, Jr.

Address: 440 North Hill Street

Jackson, Mississippi 39202

Vice Chairman: _____

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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TALLAHASSEE, FLORIDA

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Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Lee Crook

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
JFM, INCORPORATED**

1. W. B. McCarty, Jr., CEO and Secretary
440 North Mill Street
Jackson, Mississippi 39202
2. Harrison Russell McCarty, President and Chief Operating Officer
440 North Mill Street
Jackson, Mississippi 39202
3. Lee Crook, Executive Vice President
440 North Mill Street
Jackson, Mississippi 39202
4. Jerry Brown, Executive Vice President
440 North Mill Street
Jackson, Mississippi 39202
5. Regina Jones, Sr. Vice President and Treasurer
440 North Mill Street
Jackson, Mississippi 39202
6. Lora Dean, Assistant Secretary
440 North Mill Street
Jackson, Mississippi 39202

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TALLAHASSEE, FLORIDA

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
JFM, INCORPORATED**

1. W. B. McCarty, Jr.
440 North Mill Street
Jackson, Mississippi 39202
2. Harrison Russell McCarty
440 North Mill Street
Jackson, Mississippi 39202
3. Lee Crook
440 North Mill Street
Jackson, Mississippi 39202
4. Jerry Brown
440 North Mill Street
Jackson, Mississippi 39202
5. Regina Jones
440 North Mill Street
Jackson, Mississippi 39202
6. Howard V. Blair
P.O. Box 38
Mendenhall, Mississippi 39114
7. W. B. McCarty, III
P.O. Box 3409
Jackson, Mississippi 39207
8. T. Calvin Wells
P.O. Box 1970
Jackson, Mississippi 39205

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TALLAHASSEE, FLORIDA

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STATE OF MISSISSIPPI

SECRETARY OF STATE'S OFFICE

ERIC CLARK
SECRETARY OF STATE
JACKSON, MISSISSIPPI

CERTIFICATE OF EXISTENCE/AUTHORITY

I, ERIC CLARK, Secretary of State of the State of Mississippi, and as such, the legal custodian of the corporate records, required by the laws of Mississippi, to be filed in my office, do hereby certify:

That on December 19, 1995 the state of Mississippi issued a Charter/Certificate of Authority to:

JFM, INCORPORATED

That the state of incorporation is MISSISSIPPI.

That the period of duration is 99 years.

That according to the records of this office, Articles of Dissolution or a Certificate of Withdrawal have not been filed.

That according to the records of this office, a current Annual REPORT HAS BEEN DELIVERED TO THE SECRETARY OF STATE'S OFFICE.

I further certify that all fees, taxes and penalties owed to this state, as reflected in the records of the Secretary of State, have been paid and that the corporation is in existence or has authority to transact business in Mississippi.



Given under my hand
and seal of office
May 03, 1996

Eric Clark
ERIC CLARK
Secretary of

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE